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TSX-V:SEW

### Seaway Energy Services Announces Proposed Acquisition of Peeppl Media Inc. and the Appointment of Clovis Najm as a Director

VANCOUVER, BC – Seaway Energy Services Inc. (TSX-V:SEW) ("Seaway" or the "Company") announces that it has entered into a non-binding, arm's length letter of intent dated April 16, 2014 (the "LOI"), with Peeppl Media Inc. ("Peeppl") pursuant to which Seaway will acquire all of the issued and outstanding securities of Peeppl in exchange for common shares in the capital of Seaway and Peeppl will become a wholly-owned subsidiary of Seaway (the "Transaction"). The Transaction may constitute a "Change of Business" ("COB") under the policies of the TSX Venture Exchange (the "Exchange") and is subject to the prior Exchange approval. Assuming completion of the Transaction, Seaway will be listed as a Tier 2 Technology issuer pursuant to the initial listing requirements of the Exchange.

## The Transaction

In accordance with the LOI, Seaway will acquire an aggregate of approximately 2,398,872 common shares in the capital of Peeppl, which aggregate includes common shares proposed to be issued by Peeppl on exercise of outstanding stock options anticipated to be exercised following accelerated vesting just prior to closing, as well as common shares proposed to be issued by Peeppl on conversion of outstanding convertible notes in exchange for approximately 8,800,000 common shares in the capital of Seaway (an approximate 3.67 for one basis) (the "**Payment Shares**"), at a deemed per share price of \$0.34 for an aggregate consideration of \$2,992,000. The Payment Shares issued by Seaway to the Peeppl shareholders will be subject to a hold period of four months and one day from the date of issuance and the Payment Shares issued by Seaway to the principals of Peeppl may be subject to escrow or seed share resale restrictions in accordance with the policies of the Exchange.

Closing of the Transaction is subject to the following conditions:

- (a) the entering into of a definitive share exchange agreement between Seaway and the Peeppl shareholders;
- (b) completion of a financing as disclosed below;
- (c) completion of satisfactory due diligence by each of Seaway and Peeppl;
- (d) receipt of all required approvals and third-party consents of the Boards of Directors and shareholders of Seaway and Peeppl, customers, lenders, lessors and regulatory authorities;
- (e) final acceptance by the Exchange of the Transaction, the financing by Seaway, Seaway's name change and all other items in connection with the COB; and
- (f) other conditions precedent that are customary for a transaction of this nature.

Seaway proposes obtaining approval of the Transaction and consent to the COB from its shareholders by way of written consent.

On execution of the LOI, Seaway paid a CDN\$25,000 non-refundable deposit to Peeppl as consideration for entering into the LOI.

Under the terms of the LOI, Seaway and Peeppl have agreed to a 60-day exclusivity period until June 15, 2014, in order to conduct due diligence and Peeppl has agreed that it will not enter into any discussions concerning or otherwise pursue in any manner any transactions involving the sale of its common shares or the sale of its assets, except in the ordinary course of business.

Financial information with respect to Peeppl's business and operations, as well as other detail with respect to the Transaction, will be included in the Filing Statement that will be prepared by Seaway and filed with the Exchange and then available for viewing through SEDAR (www.sedar.com).

## Finder's Fee

Concurrently with closing of the Transaction, Seaway intends to pay a finder's fee, subject to Exchange approval, to an arms' length party for introducing Seaway to Peeppl. The payment of the finder's fee will be satisfied by the issuance of shares of Seaway in the maximum amount permitted under the policies of the Exchange.

## Name Change

Concurrently with closing of the Transaction and subject to receipt of Exchange acceptance, Seaway will change its name to a suitable name as is agreed to by the parties.

# **Financing**

Seaway will conduct a financing on terms to be decided between Seaway and Peeppl, which will close concurrently with the Transaction subject to the prior approval of the Exchange. The terms of the financing, once determined, will be announced in a subsequent news release.

# The Loan

Subject to prior approval by the Exchange, Seaway has agreed to provide Peeppl with a secured loan evidenced by a convertible note (the "**Note**") in the amount of CDN\$125,000. If the Transaction completes as intended, the Note will constitute, and will be booked on the financial statements of Seaway, as debt between Seaway and its wholly-owned subsidiary. If the Transaction does not complete as intended, within five business days of Seaway notifying Peeppl that the Transaction will not complete, Seaway will assign the Note to a third party acceptable to both parties (the "Assignment"). Upon the Assignment, the Note will become unsecured and will convert into common shares of Peeppl to be issued to the assignee based on a conversion rate that presumes that Peeppl's fully diluted market capitalization is CDN\$8 million. In the Transaction will not complete, the Note will convert into common shares of Peeppl to be issued to Seaway based on a conversion rate that presumes that Peeppl's fully diluted market capitalization is CDN\$8 million.

## Clovis Najm Joins Seaway Board of Directors

Upon execution of LOI, Clovis Najm of Vancouver, British Columbia, was appointed as a director of Seaway. Clovis is the sole director, President, Chief Executive Officer and controlling shareholder of Peeppl.

In accordance with the terms of the LOI, Mr. Najm has provided a signed and undated resignation that is held in escrow by Seaway's counsel in the event that the Transaction does not complete as intended. Assuming completion of the Transaction and the COB as intended, the Board of Directors of the "Resulting Issuer" will consist of Kyle Stevenson (the President, Chief Executive Officer and Corporate Secretary of Seaway), Richard Stevenson and Brian Morrison, the current directors of Seaway, and Clovis Najm. Clovis Najm will become the Chief Executive Officer of the Resulting Issuer. It is proposed that Lisa Dea, currently an employee of Peeppl, will be appointed as Chief Financial Officer of the Resulting Issuer concurrent with closing of the Transaction.

## **Sponsorship**

Seaway intends to seek an exemption from the sponsorship requirements, if required, pursuant to the policies of the Exchange but there is no assurance that this exemption will be granted.

## Trading Halt

The trading of Seaway's shares has been halted in accordance with the policies of the Exchange and will resume when the Exchange's requirements for reinstatement of trading have been met.

<u>About Peeppl Media Inc.</u> – Peeppl Media Inc. is a group of technologists and entertainment professionals who banded together in 2013 to create a social network experience unlike any other and social media features available to engage with celebrities and brand leaders through its website <u>www.peeppl.com</u>. Peeppl uses the power of fans to direct social media from trend setters that the fans love. Celebrities and fans. Supporters and brands. Peeppl is a direct connection to celebrities who want fans involved in their lives and brands that go the extra mile to listen to customers. Peeppl gets you listened to - Peeppl allows you to be involved with celebrities and brands in a direct and meaningful way. If you give your time, you are rewarded with better media, products and information most relative to the communities you love.

Peeppl is incorporated under the laws of British Columbia and operates out of offices in Vancouver and New York.

For further information regarding this news release, please contact:

Kyle Stevenson, President and CEO Tel: (604) 687-1779

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.* 

Completion of the transaction is subject to a number of conditions, including Exchange acceptance and disinterested Shareholder approval. The transaction cannot close until the required Shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Filing Statement to be prepared in connection with the transaction, any information released or received with respect to the COB may not be accurate or complete and should not be relied upon. Trading in the securities of Seaway Energy Services Inc. should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

This news release contains certain statements that may be deemed "forward-looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or realities may differ materially from those in forward looking statements. Forward looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by law, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

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